

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

CHRISTOPHER BRIDGES p/k/a LUDACRIS,
USHER RAYMOND IV p/k/a USHER,
DISTURBING THA PEACE ENTERTAINMENT,
INC., and FAST PACE, INC.

Plaintiffs,
- against -

TEEVEE TOONS INC., TVT RECORDS LLC,
TEEVEE TOONS INC. d/b/a TVT RECORDS, TVT
MUSIC INC d/b/a TVT MUSIC PUBLISHING,
BME ENTERPRISES LLC, BME RECORDINGS
LLC, and JONATHAN SMITH p/k/a LIL JON

Defendants.

Case No. 07 CV 10369

**AFFIDAVIT OF
CHRISTINE LEPERA IN RESPONSE
TO ORDER TO SHOW CAUSE**

STATE OF NEW YORK)
COUNTY OF NEW YORK) .SS:

Christine Lepera, being duly sworn, deposes and says:

1. I am a member of Mitchell Silberberg & Knupp LLP, attorneys for plaintiffs Christopher Bridges p/k/a Ludacris, Usher Raymond p/k/a Usher, Disturbing Tha Peace Entertainment, Inc., and Fast Pace, Inc. ("Plaintiffs") in the above-captioned action. I submit this affidavit pursuant to this Court's Order to Show Cause, dated May 23, 2008, entered May 27, 2008 (the "May Order").

2. As discussed herein, and for the reasons set forth below, plaintiffs respectfully submit that the action proceed, and that the Court not enter any default against any of the defendants, TeeVee Toons Inc., TTVT Records LLC, TeeVee Toons Inc. d/b/a TTVT Records, TTVT Music Inc. d/b/a TTVT Music Publishing, BME Enterprises LLC, BME Recordings LLC, and Jonathan Smith p/k/a Lil Jon.

3. As an initial matter, on April 16, 2008 my firm, Mitchell Silberberg & Knupp LLP, was substituted for plaintiffs' counsel Sonnenschein Nath & Rosenthal LLP, by order of this Court, entered April 16, 2008. For some reason, the ECF notice was not fully updated to reflect that substitution and, neither I nor MSK received any electronic notice of the May Order. We obtained it through a routine manual review of the docket this week. We are working to correct this error.

4. This action was commenced on November 15, 2007, by plaintiffs, seeking declaratory and other relief under the copyright and trademark laws, due to defendants' unauthorized use of plaintiffs' copyrighted materials in certain sound recordings.

5. After plaintiffs served defendants TeeVee Toons, Inc., TTV Records LLC, and TTV Music Inc. in late 2007, plaintiffs' counsel heard in January or February 2008 that TeeVee Toons, Inc. d/b/a TTV Records, would imminently file for bankruptcy. On February 19, 2008, TeeVee Toons, Inc. filed for Chapter 11 bankruptcy in the United States Bankruptcy Court for the Southern District of New York. (A copy of the notice of bankruptcy case filing is annexed hereto as Exhibit A).

6. Because of that bankruptcy filing, this action as against TeeVee Toons, Inc. and TTV Records LLC was automatically stayed, pursuant to 11 U.S.C. § 362, and plaintiffs were precluded from prosecuting their claims against those defendants. We understood that counsel for those filing defendants had alerted the Court to their bankruptcy filing. In any event, those defendants were not obligated to respond to the complaint once the automatic stay took effect, and plaintiffs could not pursue any relief against them.

7. Plaintiffs served their summons and complaint upon all the remaining defendants, BME Recordings LLC, BME Enterprises LLC, and Jonathan Smith p/k/a "Lil Jon," the artist

signed to TVT, on whose album plaintiffs' unauthorized recordings appear (the "Lil Jon Defendants"), within the statutory time frame, in late February 2008.

8. The bankruptcy filing of TeeVee Toons -- a primary defendant as the record company exploiting the recordings at issue -- complicated and impacted this matter. Notwithstanding the circumstances of the bankruptcy filing, and particularly following the substitution of MSK as counsel in April of 2008, counsel for all of the parties, including the bankruptcy debtor, have been attempting to resolve this dispute. All parties are potentially impacted by the circumstances and have indicated their willingness to attempt to resolve this matter without the expense of protracted litigation, potentially in both this forum and in the bankruptcy court.

9. Accordingly, to facilitate our ongoing discussions we have agreed with the non-bankrupt defendants TVT Music Inc. d/b/a TVT Music Publishing, and the Lil Jon Defendants to extend their time to respond to the complaint. We submit herewith a stipulation (Exhibit B hereto) setting a formal response date of no later than July 20, 2008, in the event we cannot resolve this dispute by then.

10. Plaintiffs respectfully request that this Court approve this agreement with the non-bankrupt defendants, and set an initial pretrial conference date for shortly after July 20, 2008 or at the Court's convenience. Plaintiffs would also welcome, to the extent they are unable to resolve this dispute in advance thereof, a reference to either Magistrate Francis or a court appointed mediator to assist in this process.

11. Plaintiffs respectfully submit that there is no basis for any drastic or prejudicial default or dismissal under these circumstances. Plaintiffs are prepared to prosecute this action against the non-bankrupt defendants should the matter not resolve.

DATED: New York, New York
June 20, 2008


CHRISTINE LEPERA

Sworn to before me this
20th day of June, 2008.


NOTARY PUBLIC

ALESSANDRA LOVREN
NOTARY PUBLIC, STATE OF NEW YORK
NO. 31-4981830
QUALIFIED IN NEW YORK COUNTY
COMMISSION EXPIRES MAY 20, 20 11

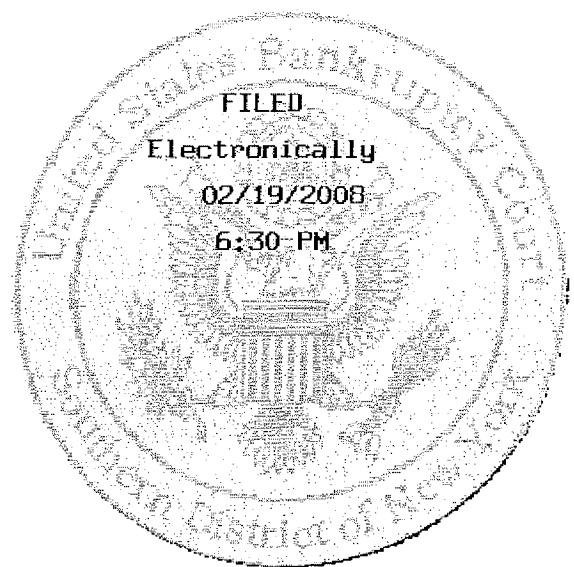
EXHIBIT A

United States Bankruptcy Court
Southern District of New York**Notice of Bankruptcy Case Filing**

A bankruptcy case concerning the debtor(s) listed below was filed under Chapter 11 of the United States Bankruptcy Code, entered on 02/19/2008 at 6:30 PM and filed on 02/19/2008.

TEEVEE Toons, Inc.

23 East 4th Street
3rd Floor
New York, NY 10003
212-979-6410
dba
TVT Records



The case was filed by the debtor's attorney:

Alec P. Ostrow

Stevens & Lee, P.C.
485 Madison Avenue
20th Floor
New York, NY 10022-3904
(212) 319-8500

The case was assigned case number 08-10562.

In most instances, the filing of the bankruptcy case automatically stays certain collection and other actions against the debtor and the debtor's property. Under certain circumstances, the stay may be limited to 30 days or not exist at all, although the debtor can request the court to extend or impose a stay. If you attempt to collect a debt or take other action in violation of the Bankruptcy Code, you may be penalized. Consult a lawyer to determine your rights in this case.

If you would like to view the bankruptcy petition and other documents filed by the debtor, they are available at our *Internet* home page <http://ecf.nysb.uscourts.gov> or at the Clerk's Office, One Bowling Green, New York, NY 10004-1408.

You may be a creditor of the debtor. If so, you will receive an additional notice from the court setting forth important deadlines.

**Kathleen Farrell-Willoughby
Clerk, U.S. Bankruptcy Court**

PACER Service Center

Transaction Receipt

02/19/2008 18:33:23

PACER Login:	sl0026	Client Code:	10301400001
Description:	Notice of Filing	Search Criteria:	08-10562
Billable Pages:	1	Cost:	0.08

Name of Debtor (if individual, enter Last, First, Middle): TeeVee Toons, Inc. d/b/a TVT Records		Name of Joint Debtor (Spouse) (Last, First, Middle):	
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): TVT Soundtrax, TTV Distribution, TTV Jazz, Blunt Records		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):	
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN(if more than one, state all): 13-314-9072		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN(if more than one, state all):	
Street Address of Debtor (No. & Street, City, and State): 23 East 4th Street, 3rd Floor New York, NY		Street Address of Joint Debtor (No. & Street, City, and State):	
ZIP CODE 10003		ZIP CODE	
County of Residence or of the Principal Place of Business: New York		County of Residence or of the Principal Place of Business:	
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):	
ZIP CODE		ZIP CODE	
Location of Principal Assets of Business Debtor (if different from street address above):		ZIP CODE	
Type of Debtor (Form of Organization) (Check one box.)	Nature of Business (Check one box)		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)
	<input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input type="checkbox"/> Other		
Tax-Exempt Entity (Check box, if applicable)		<input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13	
<input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code.)		<input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding	
Nature of Debts (Check one box)		<input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
Filing Fee (Check one box)		Chapter 11 Debtors	
<input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b) See Official Form 3A.		Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).	
<input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.	
		Check all applicable boxes <input type="checkbox"/> A plan is being filed with this petition <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).	
Statistical/Administrative Information			
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.			
THIS SPACE IS FOR COURT USE ONLY			
Estimated Number of Creditors			
<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>			
1- 49	50- 99	100- 199	200- 999
		1,000- 5,000	5,001- 10,000
		10,001- 25,000	25,001- 50,000
		50,001- 100,000	100,001- Over 100,000
Estimated Assets			
<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>			
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 billion
		\$1 million	\$10 million
		\$50 million	\$100 million
		\$100 million	\$500 million
		\$500 million	\$1 billion
Estimated Liabilities			
<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>			
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 billion
		\$1 million	\$10 million
		\$50 million	\$100 million
		\$100 million	\$500 million
		\$500 million	\$1 billion

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

TeeVee Toons, Inc. d/b/a TVT Records

All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)

Location Where Filed: NONE	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)		
Name of Debtor: NONE	Case Number:	Date Filed:
District:	Relationship:	Judge:
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		X Not Applicable Signature of Attorney for Debtor(s) _____ Date _____

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.
 No

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue
(Check any applicable box)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property
(Check all applicable boxes.)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following).

(Name of landlord that obtained judgment) _____

(Address of landlord) _____

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

TeeVee Toons, Inc. d/b/a TTV Records

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X Not Applicable

Signature of Debtor

X Not Applicable

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney

X

Signature of Attorney for Debtor(s)

Alec. P. Ostrow Bar No. AO-3104

Printed Name of Attorney for Debtor(s) / Bar No.

Stevens & Lee, P.C.

Firm Name

485 Madison Avenue 20th Floor

Address

New York, NY 10022

212-319-8500

212-319-8505

Telephone Number

2/19/08

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Authorized Individual

Steven Gottlieb

Printed Name of Authorized Individual

Chairman and President

Title of Authorized Individual

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of Title 11, United States Code. Certified Copies of the documents required by § 1515 of title 11 are attached.

Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the Chapter of title 11 specified in the petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X Not Applicable

(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Non-Attorney Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Not Applicable

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X Not Applicable

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

EXHIBIT B

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

CHRISTOPHER BRIDGES p/k/a LUDACRIS,
USHER RAYMOND IV p/k/a USHER,
DISTURBING THA PEACE
ENTERTAINMENT, INC., and FAST PACE,
INC.,

Plaintiffs,

v.

TEEVEE TOONS INC., TVT RECORDS LLC,
TEEVEE TOONS INC. d/b/a TVT RECORDS,
TVT MUSIC INC. d/b/a TVT MUSIC
PUBLISHING, BME ENTERPRISES LLC,
BME RECORDINGS LLC, and JONATHAN
SMITH p/k/a LIL JON,

Defendants.

CASE NO. 07 CV 10369 (DAB)

STIPULATION

IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned, counsel for plaintiffs Christopher Bridges p/k/a Ludacris, Usher Raymond IV p/k/a Usher, Disturbing Tha Peace Entertainment, Inc. and Fast Pace, Inc. and counsel for defendants TVT Music Inc. d/b/a TVT Music Publishing, BME Enterprises LLC, BME Recordings LLC and Jonathan Smith p/k/a Lil Jon, that the defendants' time to move, answer or otherwise respond to the complaint in the above-referenced action is extended until July 20, 2008.

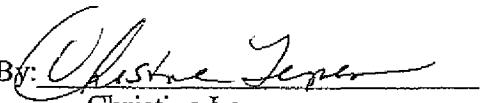
The parties may execute this Stipulation in separate counterparts, each of which shall be deemed an original instrument.

Dated: New York, New York
May 15, 2008

MITCHELL SILBERBERG & KNUPP LLP

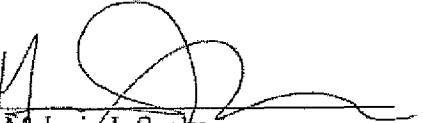
DREIER LLP

By:


Christine Lepera
12 East 49th Street, 30th Floor
New York, New York 10017-1028
Telephone: (212) 509-3900
Facsimile: (212) 509-7239

Attorneys for Plaintiffs Christopher Bridges
p/k/a Ludacris, Usher Raymond IV p/k/a
Usher, Disturbing Tha Peace Entertainment,
Inc. and Fast Pace, Inc.

By:


Melanie J. Sacks
499 Park Avenue
New York, New York 10022
Telephone: (212) 328-6100
Facsimile: (212) 328-6101

Attorneys for Defendants TTVT Music,
Inc. d/b/a TTVT Music Publishing

MICHAEL B. KRAMER &
ASSOCIATES

By:

Michael B. Kramer
150 East 58th Street
Suite 201
New York, New York 10022
Telephone: (212) 319-0304
Facsimile: (212) 319-0545

Attorneys for Defendants BME
Enterprises LLC, BME Recordings LLC
and Jonathan Smith p/k/a Lil Jon

SO ORDERED:

U.S.D.J.

DATED: New York, New York
April 23, 2008

MITCHELL SILBERBERG & KNUPP LLP

By:

Christine Lepera
12 East 49th Street, 30th Floor
New York, New York 10017-1028
Telephone: (212) 509-3900
Facsimile: (212) 509-7239

Attorneys for Plaintiffs Christopher Bridges
p/k/a Ludacris, Usher Raymond IV p/k/a
Usher, Disturbing Tha Peace Entertainment,
Inc. and Fast Pace, Inc.

~~DREIER STEIN KAHAN BROWNE WOODS
GEORGE LLP~~

By:

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Telephone: (310) 828-9050
Facsimile: (310) 828-9101

Attorneys for Defendants TeeVee Toons
Inc., TTV Records LLC, TeeVee Toons
Inc. d/b/a TTV Records, TTV Music Inc.
d/b/a TTV Music Publishing

MICHAEL B. KRAMER & ASSOCIATES

By:

Michael B. Kramer
150 East 58th Street
Suite 1201
New York, NY 10022
Telephone: (212) 319-0304
Facsimile: (212) 319-0545

Attorneys for Defendants BME Enterprises
LLC, BME Recordings LLC and Jonathan
Smith p/k/a Lil Jon

SO ORDERED:

U.S.D.J.